

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 25411-B FILED

MAY 10 '05 12-28 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

May 5, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25411.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Corn Products International, Inc.
5 Westbrook Corporate Center
Westchester, IL 60154

A description of the railroad equipment covered by the enclosed document is forty-four (44) 5001 cu. ft. pressure differential covered hopper cars, with CCLX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(CPI004)

MAY 10 '05 12-28 PM

ASSGN. NO. CPI004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of March, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Corn Products International, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & MarketingBy: K.A. DombrowskiName: K.A. DombrowskiTitle: DIRECTOR OF DOCUMENTATION

Title: _____

Executed on this 22nd day of March, 2005.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of March, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

CORN PRODUCTS INTERNATIONAL, INC.

By: Kimberly A. Hunter
Name: Kimberly A. Hunter
Title: Corporate Treasurer

ATTEST:

By: Patrick J. Kirk
Name: PATRICK J. KIRK
Title: Treasury Analyst

Executed on this 21st day of MARCH, 2005.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Cook

I, Cheryl A. Rutgens, a Notary Public of the County and State aforesaid, certify that Kimberly A. Hunter and Patrick J. Kirk personally appeared before me this day and acknowledged ~~his~~ their due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of March, 2005.

Cheryl A. Rutgens
Notary Public

Commission Expires:

5-10-08
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-four (44)

DESCRIPTION OF CARS: 5001 cu. ft. pressure differential covered hopper cars built by ACF

CAR NUMBERS:

CCLX 051006	CCLX 051021	CCLX 051037
CCLX 051007	CCLX 051022	CCLX 051038
CCLX 051008	CCLX 051023	CCLX 051039
CCLX 051009	CCLX 051025	CCLX 051040
CCLX 051010	CCLX 051026	CCLX 051041
CCLX 051011	CCLX 051027	CCLX 051042
CCLX 051012	CCLX 051028	CCLX 051043
CCLX 051013	CCLX 051029	CCLX 051044
CCLX 051014	CCLX 051030	CCLX 051045
CCLX 051015	CCLX 051031	CCLX 051046
CCLX 051016	CCLX 051032	CCLX 051047
CCLX 051017	CCLX 051033	CCLX 051048
CCLX 051018	CCLX 051034	CCLX 051049
CCLX 051019	CCLX 051035	CCLX 051050
CCLX 051020	CCLX 051036	